Thayer, Ringoen & Macdonald

50 California Street, Suite 2800 San Francisco, California 94111 Telephone (415) 986-8400 TWX 910-372-7395 GREAT AMMG SFO

November 21, 1980

RECORDATION NO. 2 5 1980

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INTERSTATE COMMERCE COMMISSION

Ms. Agatha Mergenovich, Secretary Interstate Commerce Commission Washington, DC 20423

Re: Conditional Sale Agreement Dated as of July 1, 1978 Covering 500 XM Boxcars

Dear Ms. Mergenovich:

Pursuant to 49 U.S.C Section 11303(a) and the Interstate Commerce Commission's rules and regulations thereunder, I enclose herewith, on behalf of Great American Management Services, Inc., for filing and recordation, as an additional filing under Recordation No. 9639, five (5) executed counterparts of the following document:

Notice of Renumbering Pursuant to Conditional Sale Agreement Dated as of July 1, 1978 Covering 500 XM Boxcars, executed by First Security State Bank as Owner-Trustee

The name and address of the party which executed the aforementioned document are:

> First Security State Bank as Owner-Trustee 79 South Main Street, Suite 310 Salt Lake City, Utah 84111

The equipment covered by the enclosed Notice of Renumbering is five hundred (500) boxcars (A.A.R. mechanical designation XM; 50'6" in length; 70-ton), marked CNW 716000 through and including CNW 716499 (formerly Rock 300000 through and including Rock 300499).

Enclosed also is a check for \$10.00 for the required recordation fee.

Please stamp all counterparts of the enclosed document with your official recording stamp. You will wish to retain one (1) counterpart of the document for your files; it is requested that the remaining four (4) counterparts be delivered to the bearer of this letter.

Sincerely.

David V. Biesemeyer

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Senior Counsel

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NOTICE OF RENUMBERING PURSUANT TO CONDITIONAL SALE AGREEMENT DATED AS OF JULY 1, 1978 COVERING 500 XM BOXCARS

RECORDATION NO. 963 Filed 1425

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INTERSTATE COMMERCE COMMISSION

This will certify that that certain Notice of Renumbering Pursuant to Lease dated as of July 1, 1978 Covering 500 XM Boxcars, which was filed with the Interstate Commerce Commission ("I.C.C.") on March 28, 1980 and given recordation number 9639-F, and the related opinion of the law firm of Thacher, Proffitt & Wood, dated April 1, 1980, given to First Security Bank of Utah, N.A. and the undersigned, cover the same railroad cars that are described in Annex B to that certain Conditional Sale Agreement dated as of July 1, 1978 (the "CSA"), which was filed with the I.C.C. on August 11, 1978 and given recordation number 9639.

This document is being executed and filed with the I.C.C. for the sole purpose of evidencing compliance by the undersigned with certain requirements contained in Article 9 of the CSA.

First Security State Bank as Owner-Trustee

By:

ACKNOWLEDGMENT

STATE OF UTAH)	
		SS.
COUNTY OF SALT LAKE)	

Randy R. Mauhant Notary Public

[Notarial Seal]

My Commission Expires:

2-8-82